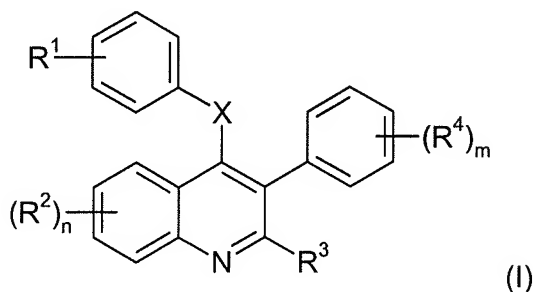


Amendments To The Claims:

This listing of claims will replace all prior versions, and listings, of claims in the application:

What is claimed is:

1. (Currently Amended) A compound of Formula I:



including pharmaceutically acceptable salts, ~~solvates, and pharmaceutically acceptable derivatives thereof~~ wherein

R^1 is $-\text{CH}=\text{CH}-R^5$;

R^5 is selected from $-\text{CN}$, $-\text{C}(\text{O})\text{OH}$, and $-\text{C}(\text{O})-\text{N}(\text{R}^6)(\text{R}^7)$;

R^6 and R^7 each independently are selected from hydrogen ~~[[,]]~~ and unsubstituted alkyl, aryl; or

R^6 and R^7 may combine with the nitrogen atom to which they are attached to form a piperidinyl ~~3 to 7 membered ring, where said ring may be optionally substituted~~;

each R^2 independently is selected from hydrogen, halogen, haloalkyl, hydroxy, and alkoxy, ~~aryloxy, aralkyloxy, alkoxycarbonyloxy, aryloxy, carbonyloxy, aralkyloxy, carbonyloxy, alkylsulfonyloxy, arylsulfonyloxy, aralkylsulfonyloxy, or acyloxy~~;

n is 1 or 2;

R^3 is selected from hydrogen, hydroxy, unsubstituted alkyl, alkoxy, phenyl, ~~aryloxy, aralkyloxy, haloalkylsulfonyloxy, halogen, and haloalkyl, aryl, heteroaryl, aralkyl, or heteroaralkyl~~;

X is -O-, -S-, -S(O)-, or -S(O)₂-;

each R⁴ independently is selected from hydrogen, ~~halogen~~, haloalkyl, hydroxy, and alkoxy, ~~aryloxy, aralkyloxy, alkoxycarbonyloxy, aryloxy, aryloxy, aralkyloxy, alkylsulfonyloxy, arylsulfonyloxy, aralkylsulfonyloxy, or acyloxy;~~ and

m is 1 or 2.

2. (Canceled).
3. (Canceled).
4. (Original) The compound of claim 1 wherein X is O or S.
5. (Original) The compound of claim 4 wherein X is O.
6. (Currently Amended) The compound of claim 1 wherein n is 1 and R² is selected from hydroxyl, and alkoxy, ~~or aralkyloxy.~~
7. (Original) The compound of claim 6 wherein R² is hydroxy substituted on the 7 position of the depicted quinoline ring.
8. (Currently Amended) The compound of claim 1 wherein R³ is selected from alkyl, hydroxyl, ~~aralkyloxy, haloalkylsulfonyloxy, or aryl~~, and phenyl.
9. (Original) The compound of claim 8 wherein R³ is C₁-C₆ alkyl or phenyl.
10. (Original) The compound of claim 9 wherein R³ is ethyl.
11. (Original) The compound of claim 1 wherein m is 1 and R⁴ is hydrogen.
12. (Original) The compound of claim 1 wherein m is 1 and R⁴ is haloalkyl.
13. (Original) The compound of claim 12 wherein R⁴ is -CF₃ and is substituted in the 3 position on the depicted phenyl ring.
14. (Previously Presented) A compound selected from the group consisting of:

4-[(7-Hydroxy-2-ethyl-3-phenyl-4-quinolinyl)oxyphenyl]-2-propenoic acid;
4-[(7-Hydroxy-2-ethyl-3-phenyl-4-quinolinyl)oxyphenyl]-2-propenoamide;

4-[(7-Hydroxy-2-ethyl-3-phenyl-4-quinolinyl)oxyphenyl]-2-propeno-N-isopropylamide;

4-[(7-Hydroxy-2-ethyl-3-phenyl-4-quinolinyl)oxyphenyl]-2-propeno-N,N-dimethylamide;

4-[(7-Hydroxy-2-ethyl-3-phenyl-4-quinolinyl)oxyphenyl]-2-propeno-N-piperidineamide;

4-[(7-Hydroxy-2-ethyl-3-phenyl-4-quinolinyl)oxyphenyl]-2-propenenitrile;

4-[(7-Hydroxy-2-ethyl-3-(3-trifluoromethylphenyl)-4-quinolinyl)oxyphenyl]-2-propeno-N-isopropylamide;

4-[(7-Hydroxy-2-ethyl-3-(3-trifluoromethylphenyl)-4-quinolinyl)oxyphenyl]-2-propenoic acid;

4-[(7-Hydroxy-2-phenyl-3-phenyl-4-quinolinyl)oxyphenyl]-2-propenoic acid;

3-[(7-Hydroxy-2-ethyl-3-phenyl-4-quinolinyl)oxyphenyl]-2-propenoic acid; and

4-[(7-Hydroxy-2-ethyl-3-phenyl-4-quinolinyl)thiophenyl]-2-propenoamide.

15. (Canceled).
16. (Previously Presented) A pharmaceutical composition comprising a compound according to claim 1.
17. (Original) The pharmaceutical composition of claim 16 further comprising a pharmaceutically acceptable excipient, carrier, diluent, or mixtures thereof.
18. (Canceled).
19. (Canceled).
20. (Canceled).
21. (Canceled).
22. (Canceled).
23. (Canceled).
24. (Canceled).
25. (Canceled).

26. (Canceled).

27. (Canceled).